

# Exhibit F

*In re Centric Brands, Inc.*, Case No. 20-22637-shl (S.D.N.Y.)

**Hearing Date: July 16, 2020 at 11:00 a.m. (Prevailing Eastern Time)**  
**Objections Due: July 9, 2020 at 4:00 p.m. (Prevailing Eastern Time)**

**MCDERMOTT WILL & EMERY LLP**

Timothy W. Walsh  
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*Proposed Counsel to the Official Committee of  
Unsecured Creditors of Centric Brands Inc., et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
CENTRIC BRANDS INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-22637-shl
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF HEARING ON APPLICATION OF THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS OF CENTRIC BRANDS  
INC. *ET AL.* TO RETAIN AND EMPLOY MCDERMOTT WILL &  
EMERY LLP AS COUNSEL, *NUNC PRO TUNC* TO MAY 29, 2020**

<sup>1</sup> The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

**PLEASE TAKE NOTICE** that a hearing on the *Application of the Official Committee of Unsecured Creditors of Centric Brands Inc., et al., to Retain and Employ McDermott Will & Emery LLP as Counsel, Nunc Pro Tunc* to May 29, 2020 (the “**Application**”) will be held on July 16, 2020 at 11:00 a.m. (Prevailing Eastern Time) before the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the “**Court**”), using the guidelines and procedures established by Court Solutions LLC (“**Court Solutions**”). Instructions for telephonic appearances using Court Solutions can be found in General Order M-543.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (each, an “**Objection**”) to the relief requested in the Application shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (ii) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Order Establishing Case Management Procedures* [ECF No. 186], entered on June 11, 2020, so as to be filed and received no later than **July 9, 2020 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no Objections are timely filed and served with respect to the Application, the Committee may, on or after the Objection Deadline, submit

to the Court an order substantially in the form annexed as **Exhibit A** to the Application, which order the Court may enter without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that any objecting parties are required to attend the hearing, and failure to appear may result in relief being granted upon default.

Dated: New York, New York  
June 25, 2020

Respectfully submitted,

**McDERMOTT WILL & EMERY LLP**

/s/ Timothy W. Walsh  
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-and-

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*Proposed Counsel to the Official Committee of  
Unsecured Creditors of Centric Brands Inc., et  
al.*

**Hearing Date: July 16, 2020 at 11:00 a.m. (Prevailing Eastern Time)**  
**Objections Due: July 9, 2020 at 4:00 p.m. (Prevailing Eastern Time)**

**MCDERMOTT WILL & EMERY LLP**

Timothy W. Walsh  
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*Proposed Counsel to the Official Committee of  
Unsecured Creditors of Centric Brands Inc., et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Chapter 11
	)	
CENTRIC BRANDS INC., <i>et al.</i> , <sup>2</sup>	)	Case No. 20-22637-shl
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF CENTRIC BRANDS INC. *ET AL.* TO RETAIN AND EMPLOY  
MCDERMOTT WILL & EMERY LLP AS COUNSEL,  
*NUNC PRO TUNC TO MAY 29, 2020***

<sup>2</sup> The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

The Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby submits this application (the “**Application**”), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), for entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ McDermott Will & Emery LLP (“**McDermott**”) as its counsel in connection with the Debtors’ chapter 11 cases (the “**Chapter 11 Cases**”), effective *nunc pro tunc* to May 29, 2020. In support of this Application, the Committee submits the declaration of Timothy W. Walsh, a partner of McDermott (the “**Walsh Declaration**”), and the declaration of Ronald M. Tucker, not in his individual capacity but solely on behalf of Simon Property Group L.P., in its capacity as co-chair of the Committee (the “**Tucker Declaration**” and, together with the Walsh Declaration, the “**Declarations**”), attached hereto as **Exhibit B** and **Exhibit C**, respectively. In further support of this Application, the Committee respectfully represents as follows.

#### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and rule predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1.

### **BACKGROUND**

4. On May 18, 2020 (the “**Petition Date**”), the Debtors commenced these cases by filing petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On May 27, 2020, the United States Trustee filed a *Notice of Appointment of Official Committee of Unsecured Creditors* [ECF No. 104] appointing the Committee in the Chapter 11 Cases.

### **RELIEF REQUESTED**

6. By this Application, the Committee seeks to retain and employ McDermott as its counsel, pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, *nunc pro tunc* to May 29, 2020.

### **RETENTION OF MCDERMOTT**

7. The Committee respectfully submits that it is necessary and appropriate for it to retain and employ McDermott to, among other things:

- (a) advise the Committee with respect to its rights, duties and powers in the Chapter 11 Cases;
- (b) assist and advise the Committee in its consultations and negotiations with the Debtors and other parties in interest relative to the administration of the Chapter 11 Cases;
- (c) assist the Committee in analyzing the claims of the Debtors’ creditors and the Debtors’ capital structure and in negotiating with holders of claims and equity interests;

- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and their insiders and of the operation of the Debtors' businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications with the general creditor body regarding significant matters in the Chapter 11 Cases;
- (g) represent the Committee at all hearings and other proceedings before this Court;
- (h) review and analyze applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety and, to the extent deemed appropriate by the Committee, support, join or object thereto;
- (i) advise and assist the Committee with respect to any legislative, regulatory or governmental activities;
- (j) assist the Committee in its review and analysis of the Debtors' various agreements;
- (k) prepare, on behalf of the Committee, any pleadings, including, without limitation, motions, memoranda, complaints, adversary complaints, objections or comments in connection with any matter related to the Debtors or the Chapter 11 Cases;
- (l) investigate and analyze any claims belonging to the Debtors' estates; and
- (m) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties, as set forth in the Bankruptcy Code, Bankruptcy Rules or other applicable law.

8. The Committee believes McDermott possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases, and that McDermott is well qualified to represent the Committee in the Chapter 11 Cases. In selecting counsel, the Committee sought attorneys with considerable experience, including in representing unsecured creditors' committees in chapter 11 cases and other debt restructurings. McDermott has such experience,



as McDermott currently is representing or has represented official creditors' committees in many significant chapter 11 cases, including the following: *In re Centris, Inc.*; *In re Delta Entertainment*; *In re Accuride, Inc.*; *In re American Suzuki Motor Corporation*, *In re Alert Cellular*; *In re Leap Wireless International*; *In re Universal Broadband*; *In re Edwards Theatres Circuit, Inc.*; *In re Pacific Islandia d/b/a Sheraton Anaheim Hotel*; *In re Spectrum Restaurant Group*; *In re Sydran*; *In re Timken Company*; *In re Reynen & Bardis*; *In re Orexigen Therapeutics, Inc.*; and *In re Perkins and Marie Callender's, Inc.*

9. Because of the extensive legal services that the Committee requires in connection with the Chapter 11 Cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of McDermott to provide the services described above and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

10. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by McDermott in the Chapter 11 Cases be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, McDermott will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330 and 331. McDermott's hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. The current hourly rates charged by McDermott for professionals and paraprofessionals employed in its offices are provided below:

<b><u>Billing Category</u></b>	<b><u>Range</u></b>
Partners	\$1,050—\$1,375
Senior Counsel	\$720-\$1,670
Employee Counsel	\$320—\$1,310
Associates	\$180— \$1,105
Paraprofessionals	\$115— \$580

11. McDermott has advised the Committee that it is McDermott’s policy to charge its clients in all areas of practice for expenses incurred in connection with its representation of a client. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for “working meals” and computerized research. McDermott will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services provided to the Committee.

12. The names, positions and hourly rates of the McDermott attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

<b>Attorney</b>	<b>Position / Department</b>	<b>Hourly Rate</b>
Timothy W. Walsh	Partner / Corporate Advisory	\$1,375
Kristin K. Going	Partner / Corporate Advisory	\$1,055
Andrew B. Kratenstein	Partner / Trial	\$1,185
David R. Hurst	Partner / Corporate Advisory	\$1,050
Stacy A. Lutkus	Employee Counsel / Corporate Advisory	\$890
Daniel Thomson	Associate / Corporate Advisory	\$675
Natalie Rowles	Associate / Corporate Advisory	\$610

In addition to the lawyers named above, the Committee understands that it may be necessary, during the course of these cases, for other McDermott professionals in other legal disciplines to provide services to the Committee.

13. McDermott has advised the Committee that it will apply for compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)), and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)) and any further orders of the Court for all professional services performed and expenses incurred.

14. McDermott has advised the Committee that it also intends to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "**Revised UST Guidelines**"), both in connection with this Application and in the interim fee applications and final fee applications to be filed by McDermott in the Chapter 11 Cases.<sup>3</sup> To that end, McDermott has advised the Committee that it responds to the questions set forth in Section D of the Revised UST Guidelines as follows:

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<sup>3</sup> McDermott's intention to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines in connection with the Application and the interim and final fee applications to be filed by McDermott in the Debtors' Chapter 11 Cases is based exclusively on the facts and circumstances of the Chapter 11 Cases. McDermott reserves the right to object to the requirements contained in the Revised UST Guidelines should it determine that it is appropriate to do so.

- (a) McDermott did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the Chapter 11 Cases;
- (c) McDermott did not represent any member of the Committee in connection with the Chapter 11 Cases prior to its retention by the Committee;
- (d) McDermott expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which McDermott reserves all rights; and
- (e) The Committee has approved McDermott's proposed hourly billing rates. The McDermott attorneys set forth above in paragraph 12 will be the primary attorneys staffed on the Chapter 11 Cases, subject to modification based on the facts and circumstances of the Chapter 11 Cases and the needs of the Committee.

15. Upon information and belief, McDermott does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which McDermott is to be engaged, except to the extent set forth in the Walsh Declaration. McDermott is, however, a large firm with a national and international practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

**NUNC PRO TUNC RELIEF**

16. The Committee believes that the employment of McDermott effective *nunc pro tunc* to May 29, 2020, the date the Committee selected McDermott as its proposed counsel, is warranted under the circumstances of the Chapter 11 Cases. Upon its selection, the Committee requested McDermott to commence work immediately on time-sensitive matters and devote substantial resources to these Chapter 11 Cases prior to the submission and approval of this Application. Thus, McDermott has provided, and will continue to provide, valuable services to the Committee.

17. Courts in this jurisdiction routinely approve *nunc pro tunc* employment similar to that requested herein. *See, e.g., In re LSC Communications, Inc.*, No. 20-10950 (SHL) (ECF No. 329) (Bankr. S.D.N.Y. June 5, 2020); *In re Tops Holding II Corporation*, No. 18-22279 (RDD) (ECF No. 352) (Bankr. S.D.N.Y. Mar. 22, 2018); *In re Sbarro LLC*, No. 14-10557 (MG) (ECF No. 219) (Bankr. S.D.N.Y. Apr. 7, 2014). Accordingly, the Committee respectfully requests that the Court authorize employment of McDermott *nunc pro tunc* to May 29, 2020.

#### **NO PRIOR REQUEST**

18. No prior request for the relief sought herein has been made to this Court or any other court.

#### **NOTICE**

19. Notice of this Application will be provided in accordance with the procedures set forth in the *Order Establishing Case Management Procedures* [ECF No. 186]. The Committee respectfully submits that no further notice is required.

*[Remainder of page left blank intentionally.]*



**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
CENTRIC BRANDS INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-22637-shl
	)	
Debtors.	)	(Jointly Administered)
	)	

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF CENTRIC BRANDS INC., *ET AL.* TO RETAIN AND  
EMPLOY MCDERMOTT WILL & EMERY LLP, AS COUNSEL,  
EFFECTIVE *NUNC PRO TUNC* TO MAY 29, 2020**

Upon the application dated June 25, 2020 (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “**Committee**”) of Centric Brands Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Procedure for the Southern District of New York (the “**Local Rules**”), authorizing the Committee to retain and employ McDermott Will & Emery LLP (“**McDermott**”) as its counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), and upon the declaration of Timothy W. Walsh, a partner of McDermott,

<sup>1</sup> The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.



dated June 25, 2020 (the “**Walsh Declaration**”) and the declaration of Ronald M. Tucker on behalf of Simon Property Group L.P., in its capacity as co-chair of the Committee, dated June 10, 2020 (the “**Tucker Declaration**” and, together with the Walsh Declaration, the “**Declarations**”); and it appearing that the attorneys of McDermott who will perform services on behalf of the Committee in the Chapter 11 Cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Declarations, that McDermott does not represent any interest adverse to the Committee or the Debtors’ estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and as required by Bankruptcy Code section 328, that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; and the Court having jurisdiction to decide the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-43 I, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and the Court having held a hearing to consider the relief requested in the Application (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The relief requested in the Application is granted as set forth herein.
2. In accordance with Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Committee is hereby

authorized and empowered to retain and employ McDermott as its counsel to represent it in these Chapter 11 Cases and related matters and proceedings on the terms set forth in the Application and the Declarations, effective *nunc pro tunc* to May 29, 2020.

3. McDermott shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)) and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)) and any further orders of the Court for all professional services performed and expenses incurred.

4. McDermott shall file a supplemental declaration with this Court and give not less than 10 business days' notice to the Debtors, the U.S. Trustee, and the Committee prior to any increases in the rates set forth in the Walsh Declaration. The supplemental declaration shall explain the basis for the requested rate increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Committee has consented to the rate increase.

5. To the extent any provision of the Application is inconsistent with this Order, the terms of this Order shall govern.

6. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. The terms and conditions of this Order shall be effective immediately and enforceable upon its entry.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2020  
New York, New York

\_\_\_\_\_  
THE HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**Walsh Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
CENTRIC BRANDS INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-22637-shl
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF TIMOTHY W. WALSH IN SUPPORT OF THE  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF CENTRIC BRANDS INC., *ET AL.* TO RETAIN AND  
EMPLOY MCDERMOTT WILL & EMERY LLP, AS COUNSEL,  
EFFECTIVE *NUNC PRO TUNC* TO MAY 29, 2020**

Under 28 U.S.C. § 1746, I, Timothy W. Walsh, declare as follows under the penalty of perjury:

1. I am a partner of the firm of McDermott Will & Emery LLP (“McDermott”). McDermott maintains offices at, among other places, 340 Madison Avenue, New York, New York 10173. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United State District Courts for the Eastern District of Michigan, the Northern, Southern, and Eastern Districts of New York, and the Western District of Wisconsin, as well as the United States Bankruptcy Courts for the Northern, Southern, and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

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<sup>1</sup> The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

2. I am familiar with the matters set forth herein and make this declaration (the “**Declaration**”) in support of the application (the “**Application**”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “**Committee**”) of Centric Brands Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) authorizing and approving the Committee’s retention and employment of McDermott as counsel to the Committee.

3. On May 27, 2020, pursuant to section 1102 of title 11 of the United States Code (the “**Bankruptcy Code**”), the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Committee [ECF No. 104]. The Committee currently comprises: (i) Fireman Capital CPF Hudson Co-Invest LP; (ii) Simon Property Group, Inc.; (iii) Tony Chu; (iv) Li & Fung (Trading) Ltd. and Li & Fung Ltd.; and (v) Trade Harvest Industrial Limited. On May 29, 2020, the Committee selected McDermott to serve as counsel to the Committee, subject to Court approval. On June 1, 2020, the Committee selected Berkeley Research Group (“**BRG**”) to serve as financial advisor to the Committee, also subject to Court approval.

4. I am not, nor is McDermott, an insider of the Debtors. Except as set forth below, neither McDermott nor I hold directly any claim, debt, or equity security of the Debtors.

5. To the best of my knowledge and information, no partner or employee of McDermott has been, within two years from the Petition Date, a director, officer, or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

6. McDermott does not have an interest adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

7. McDermott does not currently represent the Debtors or, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries. Moreover, McDermott will not undertake the representation of any party other than the Committee in connection with the Chapter 11 Cases.

8. To the best of my knowledge and information, McDermott neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in connection with the Chapter 11 Cases. Based upon information available to me, I believe that McDermott is a “disinterested person” within the meaning of Bankruptcy Code section 101(14).

9. In preparing this Declaration, through my colleagues, I submitted to McDermott’s computerized client and conflict database (the “**Conflict Database**”) the names set forth on a list of parties in interest identified by the Debtors and additional parties identified by McDermott, which included: (i) the Debtors; (ii) the Debtors’ affiliates; (iii) the Debtors’ current and former officers, directors and independent managers; (iv) the Debtors’ professionals; (v) the top 30 largest unsecured creditors; (vi) the members of the Committee; (vii) banks where the Debtors have bank accounts; (viii) contract counterparties; (ix) employee benefit providers/administrators; (x) insurance providers; (xi) landlords; (xii) litigation counterparties; (xiii) other parties in interest; (xiv) professionals; (xv) receivables facility parties; (xvi) secured lenders and agents and other secured parties; (xvii) shareholders; (xviii) taxing authorities; (xix) unsecured parties; (xx) United States Trustee and Court Personnel; (xxi) utility providers; (xxii) vendors and suppliers. A copy of the list of the parties searched by McDermott is annexed hereto as Schedule 1 (collectively, the “**Searched Parties**”).

10. The Conflict Database maintained by McDermott is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of certain related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of McDermott that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, McDermott maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

#### **Representation of Parties in Interest**

11. Set forth in Schedule 2 annexed hereto is a listing of the Searched Parties from Schedule 1 that McDermott either (i) currently represents (or represents a related party thereto) (the “**Current Clients**”) in matters wholly unrelated to the Chapter 11 Cases, or (ii) in the past represented (or represented a related party thereto) in matters wholly unrelated to the Chapter 11 Cases. In connection with the services to be rendered to the Committee, McDermott will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases, unless McDermott has received a waiver from the Current Client allowing McDermott to commence such an action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting McDermott to participate in such action, the Committee will retain conflicts counsel to represent the interests of the Debtors’ unsecured creditors.



**No Connections with Parties Representing 1% or More of  
McDermott's Revenues for 2017, 2018, or 2019**

12. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, McDermott reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of McDermott and, as a result, made payments to McDermott for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of McDermott's total revenues for such calendar year. In connection with this Declaration, McDermott has reviewed similar information for the years 2017, 2018, and 2019.

13. McDermott's revenues for services rendered on behalf of each of the parties in interest identified in Schedule 1 aggregate, with respect to each such party in interest, less than 1% of McDermott's annual revenue in each of calendar year 2017, 2018, and 2019.

**Connections with Members of the Official Committee of Unsecured Creditors**

14. McDermott currently represents Twin-Star International, Inc., which is adverse to Whalen Furniture Mfg. Co., an affiliate of Committee member Li & Fung (Trading) Ltd. in matters unrelated to the Debtors' Chapter 11 Cases.

**Connections with the Debtors**

15. McDermott has not represented the Debtors or any of the Debtors' affiliates.

16. McDermott in the past has represented parties potentially adverse to the Debtors and the Debtors' affiliates in matters wholly unrelated to the Debtors' Chapter 11 Cases.

**Other Connections and General Disclosures**

17. McDermott performed general diligence to determine any connections beyond what is disclosed in the attached schedules. McDermott may have represented in the past and/or currently may represent or in the future represent entities (other than parties in the attached

schedules) not known currently to McDermott in matters wholly unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that McDermott discovers any such information or needs to update the information disclosed herein, McDermott will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

18. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between McDermott and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

19. It is possible that a professionally managed retirement plan on behalf of McDermott employees or members of a 401(k) type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

20. None of McDermott's representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprise a material component of McDermott's practice, nor does McDermott currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, McDermott represents no interests adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee.

### **Compensation**

21. McDermott is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Case Management Order, and any other applicable order of the Court. McDermott will bill at its standard hourly rates, which, on a firm-wide basis, currently are for 2020 as follows:

<b><u>Billing Category</u></b>	<b><u>Range</u></b>
Partners	\$1,050—\$1,375
Senior Counsel	\$720-\$1,670
Employee Counsel	\$320—\$1,310
Associates	\$180— \$1,105
Paraprofessionals	\$115— \$580

22. The names, positions and current 2020 hourly rates of the McDermott attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

<b>Attorney</b>	<b>Position / Department</b>	<b>Hourly Rate</b>
Timothy W. Walsh	Partner / Corporate Advisory	\$1,375
Kristin K. Going	Partner / Corporate Advisory	\$1,055
Andrew B. Kratenstein	Partner / Trial	\$1,185
David R. Hurst	Partner / Corporate Advisory	\$1,050
Stacy A. Lutkus	Employee Counsel / Corporate Advisory	\$890
Daniel Thomson	Associate / Corporate Advisory	\$675
Natalie Rowles	Associate / Corporate Advisory	\$610

The foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of McDermott's business. From time to time, other attorneys and paralegals will assist in the representation of the Committee in connection with these cases at McDermott's

standard hourly rates in effect for those personnel. The hourly rates set forth above are McDermott's standard hourly rates for work of this nature. These rates are set at a level designated to compensate McDermott fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. McDermott operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, McDermott's rates for certain individual attorneys may vary as a function of the type of matter, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

23. It is McDermott's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. McDermott will seek reimbursement for such expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)), and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)), and any further orders of the Court for all professional services performed and expenses incurred.

24. No agreement exists, nor will any be made, to share any compensation received by McDermott for its services with any other person or firm other than members of McDermott.

25. For the reasons stated herein, McDermott represents no interest adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

26. The foregoing constitutes the statement of McDermott pursuant to Bankruptcy Code sections 328(a), 329, 504 and 1103(a), Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

#### **Statement Regarding U.S. Trustee Guidelines**

27. The Committee and McDermott intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by McDermott in the course of its engagement. In doing so, however, the Committee and McDermott reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these cases that falls within the ambit of the Revised UST Guidelines.

28. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines.

- (a) McDermott did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- (c) McDermott did not represent any member of the Committee in the Debtors' Chapter 11 Cases prior to its retention by the Committee.

- (d) McDermott expects to develop a prospective budget and staffing plan to comply reasonably with the US. Trustee's requests for information and additional disclosures, as to which McDermott reserves all rights.
- (e) The Committee has approved McDermott's proposed hourly billing rates. The primary McDermott attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth above in paragraph 22.

*[Signature page follows.]*

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 25, 2020

By: /s/ Timothy W. Walsh  
Timothy W. Walsh  
Partner  
McDermott Will & Emery LLP

## **Schedule 1**

### **Schedule of Searched Parties**

#### **Debtors**

Added Extras LLC  
American Marketing Enterprises Inc.  
Briefly Stated Holdings, Inc.  
Briefly Stated Inc.  
Centric Accessories Group LLC  
Centric Beauty LLC  
Centric Bebe LLC  
Centric Brands Holding LLC  
Centric Brands Inc.  
Centric Denim Retail LLC  
Centric Denim USA, LLC  
Centric Jewelry Inc.  
Centric Socks LLC  
Centric West LLC  
Centric-BCBG LLC  
Centric-BCBG Retail LLC  
DBG Holdings Subsidiary Inc.  
DBG Subsidiary Inc.  
DFBG Swims, LLC  
F&T Apparel LLC  
HC Acquisition Holdings, Inc.  
Hudson Clothing Holdings, Inc.  
Hudson Clothing, LLC  
Innovo West Sales, Inc.  
KHQ Athletics LLC  
KHQ Investment LLC  
Lotta Luv Beauty LLC  
Marco Brunelli IP, LLC  
RG Parent LLC  
RGH Group LLC  
Robert Graham Designs, LLC  
Robert Graham Holdings, LLC  
Robert Graham Retail LLC  
Rosetti Handbags and Accessories, Ltd.  
VZI Investment Corp.

#### **Non-Debtor Affiliates**

Avirex IP Holdings LLC  
Centric Canada Apparel & Accessories ULC  
Centric IP Holding LLC  
Centric-BCBG Canada Holdings ULC  
Spring Funding LLC  
SWIMS AS  
ZP IP Holdings LLC

#### **Directors**

Glenn Krevlin  
Jason Rabin  
Kent Savage  
Majorie Bowen  
Matthew Eby  
Patrick Bartels  
Randall Kessler  
Robert Petrini  
Sherman Edmiston  
Walter McLallen  
William Sweedler

#### **Officers**

Andrew Berg  
Andrew Taharis  
Andrew Tarshis  
Anurup Pruthi  
Bob Ross  
Bryan Hanlon  
Cory Silverstein  
Janice Brown  
Jarrod Kahn  
Jason Rabin  
Joe Favuzza  
Karen Coe  
Laura Ritchey  
Lori Nembirkow  
Maria Borromeo  
Pamela Gill Alabaster  
Richard Darling  
Roger Czuchra  
Steve Pinkow  
Suzy Biszantz

#### **Shareholders**

Ares Management LLC  
Blackrock, Inc.  
Jason Rabin  
Michael Buckley  
Tenegram Capital Partners, L.P.  
The Blackstone Group  
The Vanguard Group, Inc.

#### **Independent Manager**

Ricardo Beausoleil



**Professionals**

Akin Gump Strauss Hauer & Feld LLP  
Alvarez & Marsal, LLC Professionals  
Dechert LLP Professionals  
Ducera Partners LLC Professionals  
Latham & Watkins, LLP Professionals  
Mayer Brown Professionals  
PJT Partners Professionals

**Banks**

BBCN Bank  
Citibank  
HSBC  
Wells Fargo

**Receivables Facility Parties**

Fifth Third Bank  
PNC Bank, N.A.  
PNC Capital Markets LLC  
Wells Fargo Bank, N.A.

**Secured Lenders and Agents**

AC American Fixed Income IV, L.P.  
ACF Finco I LP  
ADF I Holdings LLC  
Aiguilles Rouges Sector B Investment Fund, L.P.  
AN Credit Strategies Fund, L.P.  
Ares Capital Corporation  
Ares Capital Management LLC  
Ares Centre Street Partnership, L.P.  
Ares Credit Strategies Insurance Dedicated Fund Series of SALI Multi-Series Fund, L.P.  
Ares Direct Finance I LP  
Ares European Credit Strategies Fund VIII (BUMA), L.P.  
Ares Jasper Fund Holdings, LLC  
Ares Jasper Fund, L.P.  
Ares ND Credit Strategies Fund LLC  
Ares ND CSF Holdings LLC  
Ares SDL Holdings (U) Inc.  
Ares Senior Direct Lending Master Fund Designated Activity Company  
Ares Senior Direct Lending Parallel Fund (L), L.P.  
Ares Senior Direct Lending Parallel Fund (U), L.P.

AXA Equitable Life Insurance Company  
Blackstone Family Tactical Opportunities Investment Partnership – III ESC L.P.  
Bowhead IMC LP  
Brickyard Direct Holdings, L.P.  
Brickyard Direct Lending Fund, L.P.  
BTO Legend Holdings L.P.  
Cactus Direct Holdings, L.P.  
Cactus Direct Lending Fund, L.P.  
Cerberus AUS Levered Holdings LP  
Cerberus Cavaliers Levered Loan Opportunities Fund, LLC  
Cerberus ICQ Offshore Loan Opportunities Master Fund, L.P.  
Cerberus Offshore Levered Loan Opportunities Master Fund III, L.P.  
Cerberus Redwood Levered Loan Opportunities Fund A, LP  
Cerberus Redwood Levered Loan Opportunities Fund B, LP  
Cion Ares Diversified Credit Fund  
CST Specialty Loan Fund, L.P.  
Falcon Credit Fund, L.P.  
Federal Insurance Company  
Great American Insurance Company  
Great American Life Insurance Company  
GSO Aiguille Des Grands Montets Fund II LP  
GSO Capital Opportunities Fund III LP  
GSO Capital Partners LP  
GSO Credit Alpha II Trading (Cayman) LP  
GSO CSF III Holdco LP  
GSO Harrington Credit Alpha Fund (Cayman) L.P.  
HPS Investment Partners, LLC  
Lincoln Investment Solutions, Inc.  
Moreno Street Direct Lending Fund, L.P.  
Nationwide Life Insurance Company  
Nationwide Mutual Insurance Company  
NDT Senior Loan Fund, L.P.  
Pacific Indemnity Company  
Philadelphia Indemnity Insurance Company  
Private Loan Opportunities Fund, L.P.  
Red Cedar Fund 2016, L.P.  
Red Cedar Holdings, L.P.  
Reliance Standard Life Insurance Company  
Safety National Casualty Corp.  
SC ACM Private Debt Fund L.P.

SLF 2016 Institutional Holdings II, L.P.  
SLF 2016 Institutional Holdings, L.P.  
SLF 2016-L Holdings, L.P.  
Specialty Loan Fund – CX -2, L.P.  
Specialty Loan Fund 2016, L.P.  
Specialty Loan Fund 2016-L, L.P.  
Specialty Loan Ontario Fund 2016, L.P.  
Swiss Capital HPS Private Debt Fund L.P.  
U.S. Bank National Association

#### **Secured Parties**

CIT Financial (Canada) ULC  
CIT Group/Commercial Services, Inc.  
KMBS Business Solutions U.S.A., Inc.  
Konica Minolta Premier Finance  
TCW Asset Management Company

#### **Insurers**

Alliance Global Risks US Insurance  
Company  
Argonaut Insurance Company  
AXIS Insurance Company  
Beazley Insurance Company, Inc.  
Chubb (Westchester Fire Insurance  
Company)  
Chubb Group (Federal Insurance Company)  
Continental Casualty Company  
Endurance American Insurance Company  
Federal Insurance Co.  
Hartford Fire Insurance Co.  
Hiscox Insurance Company Inc.  
Hudson Insurance Group  
Landmark American Insurance Company  
Liberty Mutual Insurance Co.  
Lloyds  
National Union Fire Insurance Company of  
Pittsburgh, Pa.  
Nationwide (Freedom Specialty Insurance  
Company)  
North American Specialty Insurance  
Company  
QBE Insurance Corp.  
QBE Insurance Corporation  
The Hartford Financial Services Group Inc.  
Travelers Prop Casualty Company of  
America  
Trumbull Insurance Co.  
Twin City Fire Insurance Company

X.L. America, Inc.  
XL Specialty Insurance Company  
Zurich American Insurance Company

#### **Employee Benefit**

##### **Providers/Administrators**

24Seven LLC  
ADP, LLC  
Airlines Reporting Corporation  
Bambora  
Bright Horizons  
ComPsych  
Concur Technologies, Inc.  
Fesco Adecco HR Services  
Fidelity Investments  
Hawaii Medical Assurance Association  
Hyatt Legal Plans  
MetLife  
MetLife Auto & Home Insurance  
MetLife Dental  
Sabre Travel Network  
Solomon Page Group  
State of California  
Symphony Corporation  
The American Express Company  
The Hartford  
Triple-S Salud, Inc.  
UnitedHealthcare  
UnitedHealthcare Vision  
Vactic Outsourcing LLC  
Veterinary Pet Insurance  
WageWorks  
Winston Temp, LLC

#### **Litigation Counterparties**

Abel Baragas  
Adriana Joseph  
Akeela Zaman  
Alberto Collado  
Anna Switz  
Brenda Grant  
Carlos Jorge  
Clarkson Law Firm P.C.  
Claudia Rodriguez  
Consitex, S.A.  
Einat Noiman  
Elaine Livshin  
Erica Friedman

Jeff Card  
 Joann Hawkins  
 Katie Moussallem  
 Katrina Johnson  
 Katrine Nepveu  
 Kmart/Sears  
 Laura Jean Corideo  
 Li Quan  
 Maria Elia Salceda  
 Maya Schultert  
 Mazaya Trading Co.  
 Nancy Gonzales  
 Naomi Farber  
 National Stores ( J&M Sales Inc. et al)  
 Rosario Cracchiolo  
 Shireen M. Clarkson, Esq.  
 Sona Gharibjanyan  
 Sony Music Entertainment  
 Tawil Associates, Inc.  
 Telescope Management Group, LLC  
 Thornhill  
 Timex Garments (Pvt) Ltd.  
 Tracy Ganow  
 U.S. Customs & Border Protection  
 Ueno-Shokai Co., Ltd.

#### **Landlords**

110 West 34th Street Realty Associates  
 114-120 Seaview Drive, LLC  
 200 East Long Lake Road  
 231/239 W 39 Street Associates  
 231/249 West 39 Street Associates  
 3296776 Canada Inc.  
 390 Fifth, LLC  
 738 Lincoln Road, LLC  
 A/R Retail, LLC  
 Allen Premium Outlets, L.P.  
 AMAR Vaghan and RAD Group USA, Inc.  
 AmericasMart Real Estate, LLC  
 Aventura Mall Venture  
 BCBG Max Azria Group, LLC  
 Bellevue Square, LLC  
 Ben Eisenberg Properties - New Mart  
 Building, Inc.  
 Carlsbad Premium Outlets, LLC  
 CGP Carlsbad Holdings, LLC  
 Chelsea Las Vegas Development, LLC  
 Chelsea Limerick Holdings, LLC

Chelsea Orlando Development Limited  
 Partnership  
 Chelsea Property Group  
 Chicago Premium Outlets Expansion, LLC  
 Chicago Premium Outlets, LLC  
 Cohen Florida Properties Limited  
 Partnership  
 COW 1, LLC  
 CPG Houston Holdings, L.P.  
 CPG Partners, L.P.  
 CPI-Phipps Limited Liability Company  
 Crocker Park Delaware, LLC  
 Curry Management Corporation  
 Empire State Building Company, L.L.C.  
 Fashion Mall Partners, L.P.  
 Fashion Outlets of Chicago, LLC c/o The  
 Talisman Companies  
 Fashion Show Mall LLC  
 Fashion Valley Mall, LLC  
 Fig Enterprises Inc.  
 Forbes Taubman Orlando, L.L.C.  
 Forum Shops, LLC  
 Gabriel Halevi Company  
 Galleria Mall Investors LP  
 GBG Spyder USA LLC  
 Green 461 Fifth Lessee LLC  
 HG Galleria I, II, III, L.P.  
 HG Galleria, LLC  
 Islack Corp.  
 Jacob's First LLC and Pacific Alliance USA  
 Inc.  
 JRA HHF Venture, LLC  
 K.R. Hollywood, LLC  
 King of Prussia Associates  
 Las Vegas North Outlets, LLC  
 LGD Asset Manangement, Inc.  
 Livermore Premium Outlets, LLC  
 Macerich Santa Monica, LLC  
 NorthPark Partners, LP  
 Norwegian Outlet Rogaland AS  
 O.A. Devold og Sonner AS  
 Orange City Mills Limited Partnership  
 Orlando Outlet Owner LLC  
 PES Partners, LLC  
 Polaris Realty (Canada) Limited  
 Premium Outlet Partners, L.P.  
 PRIME OUTLETS LIVERMORE  
 VALLEY LLC

Prime Outlets Livermore Valley, LLC  
 Prinsens Gate  
 Renaissance Midtown West LLC  
 San Marcos Premium Outlets, LLC  
 Sawgrass Mills Phase IV, L.L.C.  
 Scottsdale Fashion Square LLC  
 Sherman Oaks Fashion Associates, LP  
 Short Hills Associates, L.L.C.  
 Simon Property Group  
 Simon Property Group (Texas), L.P.  
 Skosenteret  
 SOHO 77 Corporation  
 Somerset Collection Limited Partnership  
 SPG Finance II LLC  
 SPG Houston Holdings, L.P.  
 Sunrise Mills (MLP) Limited Partnership  
 TB Mall at UTC LLC  
 The Domain Mall, LLC  
 The East Los Angeles Community Union  
 The Irvine Company LLC  
 The Mohegan Tribal Gaming Authority  
 The Retail Property Trust  
 The Shoppes at the Palazzo  
 The Shops and Garage at Canal Place,  
 L.L.C.  
 The Town Center at Boca Raton Trust, a  
 New York Trust  
 Tower Building LLC  
 Twin Cities Outlets Eagan LLC  
 Westfield Topanga Owner LLC  
 ZCD&F, LLC

**Contract Counterparties**

1724982 Alberta ULC  
 ABG Intermediate Holdings 2, LLC  
 ABG-Herve Leger, LLC  
 Accessory Innovation LLC  
 All Saints Retain Limited  
 B.J. Vines, Inc.  
 BB Brand Holdings LLC  
 BCBG IP Holdings LP  
 Betsey Johnson LLC  
 Bloomingdales  
 BR Brand Holdings LLC  
 Build-A-Bear Retail Management, Inc.  
 C&J Clark America, Inc.  
 Calvin Klein, Inc.  
 CBS Consumer Products Inc.

CCA and B, LLC  
 Centa IP LLC  
 Character Arts LLC  
 Cluett, Peabody & Co., Inc.  
 Crayola Properties, Inc.  
 Dillard's  
 Disney Consumer Products, Inc.  
 Edelman Shoe, Inc.  
 Entertainment One UK Ltd.  
 Esprit Europe BV  
 Esprit International  
 Esudio San Patrick, S.L.U.  
 Fila Luxembourg S.a.r.l.  
 Girl Scouts of the United States of America  
 Global Brands Group  
 Goldstar Jewellery, LLC  
 Hasbro International, Inc.  
 Hasbro, Inc.  
 Head Sport GMBH  
 Hudson's Bay Company  
 International LLC  
 Jeffrey S. Okyle  
 Just Born, Inc.  
 Kate Spade, LLC  
 Kellogg North America Company  
 Kenmark Optical Inc.  
 Kenneth Cole Productions, Inc.  
 Kideo, Inc.  
 KMJ Brand Holdings LLC  
 Lord & Taylor  
 Lucky Brand Dungarees, LLC  
 Macy's  
 Marquee Brands  
 Marvel Characters B.V.  
 Mattel Europa B.V.  
 Mattel, Inc.  
 Michael Kors (Switzerland) International  
 GMBH  
 Michael Kors, LLC  
 Mondani Handbags & Accessories, Inc.  
 Moose Enterprise PTY Ltd.  
 Nautica Apparel, Inc.  
 Nintendo of America Inc.  
 PepsiCo, Inc.  
 Pologeorgis  
 R.G. Barry Corporation  
 Retail Monster LLC  
 Robert Lee Morris

San Patrick, S.L.U.  
 Sanrio, Inc.  
 Smart Study Co., Ltd.  
 Sony Pictures Consumer Products Inc.  
 Spin Master Ltd.  
 Spyder Active Sports, Inc.  
 STX Animation, LLC  
 TBL Licensing LLC  
 The Bob Ross Inc.  
 The Hershey Company  
 The Hudson Bay Company  
 The Max Leather, Inc.  
 The Pokemon Company International, Inc.  
 Those Characters from Cleveland, LLC  
 Titan Footwear, LLC  
 Tommy Bahama Global Sourcing Limited  
 Tommy Bahama Group, Inc.  
 Twentieth Century Fox Licensing and  
 Merchandising  
 Universal Studios Licensing LLC  
 Warner Bros. Consumer Products Inc.  
 WH Buyer LLC  
 With You LLC  
 Wow Wee USA Inc.  
 Z Spoke, LLC

#### **Unsecured Creditors**

Barbara Cook  
 Ben Taverniti  
 Chris Lynch  
 Fireman Capital CPF Hudson Co-Invest LP  
 Paul Cardenas  
 Peter Kim  
 Tony Chu

#### **Limited Large Vendors and Suppliers**

Li & Fung (Trading)

#### **Vendors and Suppliers**

1 Apparel Group  
 Abark, Llc  
 Adarsh Knitwear Private Limited  
 Allied Trade Corp. Limited  
 Alpine Apparels Pvt Ltd. (In )  
 Alpine Apparels Pvt. Ltd.  
 Ampersand Design Private Limited(In )  
 Angel Garment Ltd

Anhui Horizon Textile And Garment Indust  
 (Cn )  
 Asia Socks and Apparel  
 Asmara International Limited  
 Backcountry.com, LLC  
 Bagir International Inc.  
 Bass Pro. LLC  
 Belt Master Co., Ltd.  
 Benavides Pharmacies S.a.B. DE C.V.  
 Best Start International Ltd  
 Besterry Int'l Ltd  
 Big 5 Sporting Goods  
 Binsapparelcorp.  
 Bootlegger Clothing Inc.  
 C.H. Robinson Worldwide, Inc.  
 Cabela's, LLC  
 Caitac Garment Processing Inc.  
 Caite International Limited  
 Canon Global Industries(Eg )  
 China Ting Apparel LLC  
 Chiun Jiun Enterprise  
 Chong Lerdlum Co., Ltd  
 Chungwoo Corporation  
 Classico Inc.  
 Coddly Global Ltd.  
 Colltex Garment Mfy Co., Ltd  
 Confecciones Del Valle, S.A. De C.V  
 Cosco Enterprises, Inc  
 Costco Wholesale Canada Limited  
 Costco Wholesale Korea, Ltd.  
 Costco Wholesale UK Limited  
 Costuras Y Manufacturas De Tlaxcala  
 Crescent Bahuman Limited  
 Crown Textile  
 Dada Apparel Group Corp (Kr )  
 Dalian Geerte Garment  
 Desh Garment Limited(Bd )  
 Dollar General Corporation  
 Ducksan International Co., Ltd.  
 Ebufang Int'l Trading (HK)  
 Ever Blooming Asia Trading Co Limited! H  
 K  
 Ever Prosper Business Co., Ltd.  
 Fast Sky Holding Limited  
 Fenix Fashion Ltd  
 FGL Sports Ltd.  
 Fineline Technologies, Inc.  
 Fisco Enterprise Pte. Ltd.

Foxing Sun International Limited  
 Fr Apparel Trading Dmcc  
 Frog Company Limited  
 Frontmind Limited  
 Fujian Jinjiang Shenhu Dali Clothing And  
 (Cn )  
 Georgeve Sanitary Supply Corp.  
 Gold Orient International Limited  
 Golden Win Group Limited  
 H & M Denim Apparel, Inc.  
 He Trading Co., Ltd  
 Hk Bright Eternal International  
 Horizon Manufacturing S.A.  
 House Of Denim, Llc  
 Hudson Group, Inc.  
 I Apparel International Group  
 Indigo Garments Fze  
 Innova International Fzc  
 Interamerican Garments Inc.  
 J.C. Penney Corporation, Inc.  
 Jak Group Pvt Ltd(In )  
 Jarvis Success Limited  
 Jiangsu Gtig Eastar Co., Ltd  
 Jiangsu Gtig Eastar Co., Ltd. (Cn )  
 Jiangsu Guotai Guosheng Co., Ltd.  
 Jiangsu Guotai Huasheng Industrial  
 Jiangsu Guotai International Group  
 Jiangsu Guotai Litian Enterprises  
 Jiangsu Saga Holdings Co., Ltd.  
 Jiangsu Saintek Co.,Ltd.(Cn )  
 Jiangsu Sainty Fortune Co. Ltd  
 Jiangsu Sainty Handsome Co. Ltd  
 Jilin Province Northeast Socks Indu  
 Jp Global Import Inc  
 Kai Ning Leather Products Co., Ltd  
 Kanchan Vanijya Pvt Ltd(In )  
 KidBox.com LLC  
 Kohl's  
 Leacheng Group Hong Kong Limited (Hk )  
 Les Tissages Perrin  
 Li & Fung (Trading) Limited  
 Lucky Zone Development LT  
 Lya Group, Inc.  
 Macia Co Ltd  
 Macy's Corporate Services, Inc.  
 Marvin Eagletrading Limited  
 Meijer Distribution, Inc.  
 Millwork Hong Kong Limited

Minikin Togs I  
 Mo Tong Textile Co., Limited (Hk )  
 Modiste (Cepz) Ltd(Bd )  
 Monopia Co.,Ltd.  
 Nanjing Jetex Garment Co., Ltd. (Cn )  
 New Kam Sing Trading Co., Ltd. (Mc )  
 New York Belt Corporation  
 Ocean Ken International Ltd (Mh )  
 On Yee Trading Pte. Ltd (Sg )  
 Orderly Industrial Ltd.  
 Ouya Cosmetics Co, Ltd  
 Pacific (Int&Apos;L) Leather Products Co.  
 Ltd (Hk )  
 Paparazzi Industry Co., Ltd (Hk )  
 Performance Team, LLC  
 Port Logistics Group  
 Private Label Tehuacan S De Rl De C  
 Product Development Partners Limite  
 Publix Super Markets, Inc.  
 Punihani International (In )  
 Qingdao Dream Classic Fashion  
 Qingdao Modajewelry Co., Ltd  
 Rainbow Textiles LLC  
 Raj By Industries  
 Red Samp; Blue International Ltd  
 Renaissance Fashion Ltd  
 Rent the Runway, Inc.  
 Rich Trend Garment Limited  
 Rider Enterprise Co., Ltd. (Tw )  
 Rue21, Inc.  
 Salesforce.com, Inc.  
 Samsung C&T America Inc.  
 Shanta Expressions Limited (Bd )  
 Shantou City Chenghai Yaode Plastic  
 Shantou City Egg Bath And Body Care  
 Shantou City Yaode  
 Sheen Bright Limited  
 Shenzhen Lantern Science Co. Ltd.  
 Shinsung Tongsang Co Ltd  
 Shoebuy.com, Inc.  
 Skyrun Hk Co Ltd  
 Stein Mart  
 Stone Blue Jeans/Pink Diamond Llc  
 Suntex Garments Limited  
 Superl Holdings Limited  
 Sv Knit Fashion  
 Synergy Fashions Limited (Bd )  
 Taieasy International Co., Ltd(Tw )



Tak Kam Enterprises Ltd  
 Tangerine Design Pvt. Ltd.  
 Texport Industries Private Limited  
 Thai Home Garment Co., Ltd. (Th )  
 The First Metal Trading Company  
 The Paper Store, LLC  
 Timex Garments Pvt Ltd  
 Topjean S.A. De C.V.  
 Trade Harvest Industrial Limited  
 Uni-Eastern Sportswear Mfg, Ltd.  
 Union Rich Footwear Limited  
 United Textile Industry Limited (Hk )  
 Unlimited Clothing Limited (Hk )  
 Us Apparel And Textiles (Pvt.) Ltd.  
 Vanguard Packaging, Inc.  
 Veterans Canteen Service  
 VF Outlet  
 Von Mauer  
 Wah Sun Handbag Factory Co, Ltd  
 Wal-Mart Stores, Inc.  
 Well Designers Ltd  
 Wish Apparel Co., Ltd.  
 Wonderful International Imp & Exp C  
 Xiamen Jiasheng Foreign Trade Co.,Ltd (Cn )  
 XPO Logistics Supply Chain, Inc  
 Xynergy International Co.,Ltd.  
 Yiming Fashion Jewelry Co., Limited  
 Yiwu Odi Cosmetics Co., Ltd  
 Yiwu Zhongdu Import & Export Co  
 Yunting International Company  
 Za Apparels Ltd  
 Zappos Merchandising, Inc.  
 Zhangjiagang City Hengairong Internation  
 (Cn )  
 Zhejiang Orient Huaye L/E Co. Ltd.  
 Zhejiang Soxnet Socks Co., Ltd.  
 Zhuji Chensheng Knitting Ltd.  
 Zhuji Jiayao Import/Export Co., Ltd  
 Zhuji Runma Importand Export Co.  
 Z-Ply Corporation

#### Utilities

Acc Business  
 Action Carting Environmental  
 Allstream Business Inc.  
 At&T  
 Bell Canada

Bell Conference Inc.  
 Black Hills Energy  
 Bluebonnet Electric Cooperative  
 Central Hudson Gas & Electric Corp.  
 Centurylink  
 Citizens Energy Group  
 City Of Bentonville- Utility Blnq  
 City Of Miami Beach  
 City Of Palo Alto  
 City Of Vernon Public  
 Claro  
 Comed  
 Consolidated Edison Co. of NY Inc.  
 Coserv  
 CPS Energy  
 Crown Castle Fiber LLC  
 Cyxtera Communications LLC  
 Direct Tv  
 Dominion Virginia Power  
 Duke Energy  
 Dynalink Communications  
 E Voice  
 E.J. Harrison & Sons, Inc.  
 Energir  
 Entergy  
 Filco Carting Corp.  
 FPL  
 Frontier  
 Georgia Power  
 Granite Telecommunications, LLC  
 Haul-Away Rubbish Service Co  
 Hydro Quebec  
 IEM, Inc.  
 Indianapolis Power & Light Company  
 Keter Environmental Services, Inc.  
 Ladwp  
 Liverpool Carting Co., Inc.  
 Metro Optical Solutions, Inc.  
 National Grid  
 Nicor Gas  
 NV Energy  
 Orange & Rockland  
 Orlando Commission  
 PG&E  
 Primus Canada  
 Pse&G Company  
 Psegli  
 Puget Sound Energy Inc.

Reliant  
Rogers  
Rogers Business Solutions  
Rogers Communications Canada Inc.  
Salish Networks, Inc  
San Diego Gas & Electric  
Snohomish County Publ. Utility  
Socal Gas  
Southern California Edison  
Southwest Gas Corporation  
Spectrotel  
Sprint  
Telus  
The Illuminating Company  
The Mohegan Tribe  
Time Warner Cable  
T-Mobile  
Town Of Hempstead Dept Of Water  
Txu Energy  
Verizon  
Videotron S.E.N.C.  
Washington Gas  
Waste Management Inc. Of Florida  
Waste Management Of Sun Valley  
Waste Management-Michigan  
Wca Waste Systems, Inc.  
Windstream  
Xcel Energy  
Xo Communications Services, Inc.

**Taxing Authorities**

Alameda County (CA) Tax Assessor's  
Office  
Anne Arundel County (MD) Department of  
Finance  
Arizona Department of Revenue  
Arkansas Department of Finance  
Administration  
Beaufort County (SC) Tax Assessor's Office  
Benton County (AR) Tax Collector's Office  
Bexar County (TX) Tax Assessor-Collector  
Broward County (FL) Taxes and Treasury  
Office  
California Department of Tax & Fee  
Administration  
California Employment Development  
Department  
California Franchise Tax Board

California State Board of Equalization  
Cameron County (TX) Tax Assessor-  
Collector  
City of Danbury (CT) Tax Collector's  
Office  
City of Farmington (CT) Tax Collector's  
Office  
City of Stamford (CT) Tax Collector's  
Office  
Clark County (NV) Treasurer's Office  
Clay County (FL) Tax Collector's Office  
Cleveland County (OK) Office of the Tax  
Assessor  
Cobb County (GA) Tax Commissioner  
Collin County (TX) Tax Assessor-Collector  
Colorado Department of Revenue  
Connecticut Department of Revenue  
Services  
Contra Costa County (CA) Treasurer-Tax  
Collector's Office  
County of El Paso (TX) Tax Office  
Dallas County (TX) Tax Office  
DeKalb County (GA) Tax Commissioner  
Delaware Division of Revenue  
District of Columbia Office of Tax and  
Revenue  
Duval County (FL) Tax Collector's Office  
Fayette County (KY) Sheriff's Office,  
Property Tax Division  
Florida Department of Revenue  
Fort Bend County (TX) Tax Assessor-  
Collector  
Fresno County (CA) Treasurer-Tax  
Collector's Office  
Fulton County (GA) Tax Commissioner  
Georgia Department of Revenue  
Greenville County (SC) Tax Collector's  
Office  
Guilford County (NC) Tax Department  
Gwinnett County (GA) Tax Assessor's  
Office  
Harris County (TX) Tax Office  
Hays County (TX) Tax Office  
Hidalgo County (TX) Tax Assessor-  
Collector  
Hillsborough County (FL) Tax Collector's  
Office  
Illinois Department of Revenue



Internal Revenue Service  
Jefferson County (KY) Sheriff's Office,  
Property Tax Division  
Kenton County (KY) Sheriff's Office,  
Property Tax Division  
King County (WA) Tax Assessor's Office  
Lee County (FL) Tax Collector's Office  
Leon County (FL) Tax Collector's Office  
Los Angeles County (CA) Office of the  
Assessor  
Loudoun County (VA) Tax Assessor's  
Office  
Lubbock County (TX) Tax Assessor-  
Collector  
Maricopa County (AZ) Treasurer's Office  
Marin County (CA) Department of Finance  
Marion County (IN) Treasurer's Office  
Maryland Office of Comptroller  
Massachusetts Department of Revenue  
McLennan County (TX) Tax Office  
Mecklenburg County (NC) Office of the Tax  
Collector  
Miami-Dade County (FL) Tax Collector's  
Office  
Michigan Department of Treasury  
Midland County (TX) Tax Office  
Minnesota Department of Revenue  
Mobile County (AL) Revenue Commission  
Montana Department of Revenue  
Montgomery County (AL) Revenue  
Commission  
Montgomery County (MD) Department of  
Finance  
Montgomery County (TX) Tax Office  
Nantucket County (MA) Office of the Tax  
Collector  
New Jersey Department of Revenue  
New York City Taxation and Revenue  
Department  
New York State Department of Taxation  
Norfolk County (MA) Office of the Tax  
Collector  
North Carolina Department of Revenue  
North Dakota Department of Revenue  
Nueces County (TX) Tax Assessor-  
Collector  
Oakland County (MI) Treasurer's Office

Oklahoma County (OK) Office of the Tax  
Assessor  
Orange County (CA) Tax Collector's Office  
Orange County (FL) Tax Collector's Office  
Palm Beach County (FL) Tax Collector's  
Office  
Pennsylvania Department of Revenue  
Philadelphia Department of Revenue  
Placer County (CA) Treasurer-Tax  
Collector's Office  
Potter-Randall County (TX) Tax Office  
Rhode Island Department of Revenue  
Riverside County (CA) Treasurer-Tax  
Collector's Office  
Sacramento County (CA) Tax Assessor's  
Office  
San Bernardino County (CA) Treasurer-Tax  
Collector's Office  
San Diego County (CA) Treasurer-Tax  
Collector's Office  
San Francisco County (CA) Treasurer-Tax  
Collector's Office  
San Joaquin County (CA) Treasurer-Tax  
Collector's Office  
Santa Clara County (CA) Department of Tax  
and Collections  
Sarasota County (FL) Tax Collector's Office  
Smith County (TX) Tax Assessor-Collector  
Snohomish County (WA) Tax Assessor's  
Office  
Solano County (CA) Treasurer-Tax  
Collector's Office  
South Carolina Department of Revenue  
Stanislaus County (CA) Treasurer-Tax  
Collector's Office  
Tarrant County (TX) Tax Assessor-  
Collector  
Tennessee Department of Revenue  
Texas Comptroller of Public Accounts  
Town of Trumbull (CT) Tax Collector's  
Office  
Town of Uncasville (CT) Tax Collector's  
Office  
Town of Wrentham (MA) Office of the  
Collector  
Travis County (TX) Tax Office  
Tulsa County (OK) Office of the Tax  
Assessor

U.S. Department of the Treasury  
 Utah State Tax Commission  
 Ventura County (CA) Treasurer-Tax  
 Collector's Office  
 Virginia Department of Taxation  
 Washington County (AR) Tax Collector's  
 Office  
 Washtenaw County (MI) Office of the  
 Treasurer  
 Webb County (TX) Tax Assessor-Collector  
 West Virginia Department of Revenue

#### **UCC Members and Professionals**

Fireman Capital CPF Hudson Co-Invest LP  
 Li & Fung (Trading) Limited  
 Simon Property Group  
 Tony Chu  
 Trade Harvest Industrial Limited  
 McDermott Will & Emery LLP

#### **Other Parties in Interest**

First Chapter LLC  
 TGIE, LLC

#### **UST Personnel**

Abriano, Victor  
 Arbeit, Susan  
 Catapano, Maria  
 Choy, Danny A.  
 Harrington, William K.  
 Higgins, Benjamin J.  
 Joseph, Nadkarni  
 Masumoto, Brian S.  
 Mendoza, Ercilia A.  
 Moroney, Mary V.  
 Morrissey, Richard C.  
 Nakano, Serene  
 Ng, Cheuk M.  
 Ogunleye, Alaba  
 Riffkin, Linda A.  
 Rodriguez, Ilusion  
 Schwartz, Andrea B.  
 Schwartzberg, Paul K.  
 Sharp, Sylvester  
 Velez-Rivera, Andy  
 Vescovacci, Madeleine

Zipes, Greg M.

#### **Bankruptcy/District Court Judges**

Abrams, Ronnie  
 Batts, Deborah A.  
 Berman, Richard M. Bernstein, Stuart M.  
 Briccetti, Vincent L.  
 Broderick, Vernon S.  
 Buchwald, Naomi Reice  
 Caproni, Valerie E.  
 Carter, Andrew L., Jr.  
 Castel, P. Kevin  
 Chapman, Shelley C.  
 Cote, Denise L.  
 Crotty, Paul A.  
 Daniels, George B.  
 Drain, Robert D.  
 Engelmayer, Paul A.  
 Failla, Katherine Polk  
 Furman, Jesse M.  
 Gardephe, Paul G.  
 Garrity, James L., Jr.  
 Glenn, Martin  
 Grossman, Robert E.  
 Haight, Charles S.  
 Hellerstein, Alvin K.  
 Kaplan, Lewis A.  
 Karas, Kenneth M.  
 Keenan, John F.  
 Koeltl, John G.  
 Lane, Sean H.  
 Marrero, Victor  
 McMahon, Colleen  
 Morris, Cecelia G.  
 Nathan, Alison J.  
 Oetken, J. Paul  
 Pauley, William H., III  
 Preska, Loretta A.  
 Rakoff, Jed S.  
 Ramos, Edgardo  
 Roman, Nelson S.  
 Schofield, Lorna G.  
 Seibel, Cathy  
 Stanton, Louis L.

**Schedule 2**

**Schedule of Searched Parties and/or Certain Related Parties that  
McDermott Currently Represents, or in the Past Represented, in  
Matters Unrelated to These Chapter 11 Cases**

# **EXHIBIT 1 – CURRENT<sup>1</sup> CLIENTS<sup>2</sup>**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity that Is a McDermott Client</b>
ACF Finco I LP	Unifed Physician Management, LLC Ares Management, LLC CS Energy Devco, LLC
ADP, LLC	ADP TotalSource, Inc.
Allianz Global Risks US Insurance Company	KGAL GmbH & Co KG Allianz Resolution Management San Francisco Reinsurance (ARM US) Fire Allianz Deutscher Produzenten Film & Fer Allianz Risk Transfer (Bermuda) Limited
Ares Management, LLC	Ares Management, LLC
AT&T	Warner Bros. Entertainment, Inc. Warner Media
AXIS Insurance Company	AXIS Managing Agency Ltd. AXIS Specialty Limited AXIS Specialty US Services Inc.
Beazley Insurance Company, Inc.	Beazley Insurance Company, Inc.
Benavides Pharmacies S.a.B. DE C.V.	Walgreen Co. Walgreens Boots Alliance, Inc.
BlackRock, Inc.	BlackRock, Inc.
BR Brand Holdings LLC	B. Riley Financial, Inc.
C&J Clark America, Inc.	Clarks Americas, Inc. C&J Clarks Retail
Cabela’s, LLC	Cabela’s Inc.
Cactus Direct Holdings, L.P.	HPS Investment Partners, LLC
Calvin Klein, Inc.	Tommy Hilfiger
CBS Consumer Products Inc.	CBS, Inc. Viacom International
Chubb (Westchester Fire Insurance Company)	Chubb Group Holdings, Inc. Chubb Bermuda Insurance Limited
CIT Group/Commercial Services, Inc.	CIT Bank
Citibank	Citibank, N.A.
Comed	Exelon Corporation
Concur Technologies, Inc.	SAP SE
Continental Casualty Company	CNA Insurance Company Limited CNA Financial Corporation
Cosco Enterprises, Inc	Costco Wholesale Corporation

<sup>1</sup> The term “current client” means a client to whom time was posted in the 12 months preceding May 29, 2020, the date the Committee selected McDermott as its proposed counsel.

<sup>2</sup> McDermott may currently represent or have previously represented certain affiliates of the entities disclosed herein, and the disclosure is accordingly broad in scope.

Disney Consumer Products, Inc.	The Walt Disney Company Walt Disney Company GmbH
Dominion Virginia Power	Dominion Energy, Inc.
Duke Energy	Duke Energy Corp.
Endurance American Insurance Company	Endurance American Insurance Company
Entergy	Entergy Corporation
Fidelity Investments	Fidelity Investments
Fifth Third Bank	Fifth Third Bank
Fireman Capital CPF Hudson Co-Invest LP	Fireman Capital Partners LLC
FPL	NextEra Energy Resources, LLC
Frontier	Frontier Communications Corporation
Great American Insurance Company	Great American Insurance Group
Hiscox Insurance Company Inc.	Hiscox, Inc. Hiscox Syndicates, Ltd.
HPS Investment Partners, LLC	HPS Investment Partners, LLC
HSBC	HSBC
Hudson Insurance Group	Allied World Assurance Company Hudson Insurance Company
Indianapolis Power & Light Company	AES Corporation
Landmark American Insurance Company	RSUI Group, Inc.
Latham & Watkins, LLP	Latham & Watkins (London) LLP
Liberty Mutual Insurance Co.	Liberty Mutual Insurance Liberty Mutual Insurance Group
Lloyds	Lloyd's America, Inc.
Mattel, Inc.	Mattel, Inc.
Meijer Distribution, Inc.	Meijer
MetLife	Metropolitan Life Insurance Company
National Union Fire Insurance Company of Pittsburgh, Pa.	AIG Validus
Nationwide Mutual Insurance Company	Nationwide Mutual Insurance Company
Nintendo of America Inc.	Nintendo
NV Energy	Berkshire Hathaway Direct Insurance Co. Berkshire Hathaway Energy Co. Berkshire Hathaway Guard Insurance Co. Berkshire Hathaway Homestate Companies Geico National Fire & Marine
PepsiCo, Inc.	PepsiCo, Inc.
PG&E	PG&E
PJT Partners	Blackstone Group, LP
PNC Bank, N.A.	PNC Bank, N.A. (and all affiliates)
PNC Capital Markets LLC	PNC Bank, N.A. (and all affiliates)
QBE Insurance Corp.	QBE Holdings, Inc. QBE Blue Ocean Re Limited
Reliant	GenOn Holdings, Inc.

	Terra-Gen Power, LLC
Simon Property Group, Inc.	Simon Property Group, L.P.
Sony Music Entertainment	Sony Corporation of America (f/k/a Sony Music Entertainment)
Sony Pictures Consumer Products Inc.	Sony Corporation of America Sony Interactive Entertainment LLC
Southern California Edison	Southern California Edison Edison Energy
Sprint	Sprint Corporation
The American Express Company	Ameriprise The American Express Company
The Hudson Bay Company	Hudson Bay Capital Management LP
The Irvine Company LLC	The Irvine Company LLC
The Mohegan Tribe	Mohegan Renewable Energy LLC
The Vanguard Group, Inc.	Vanguard Group
Time Warner Cable	Charter Communications Spectrum Spectrum Mobile GmbH
Timex Garments (Pvt) Ltd.	Timex Group USA, Inc. Timex Group B.V.
Travelers Prop Casualty Company of America	Travelers Management Limited
U.S. Bank National Association	U.S. Bank
Ueno-Shokai Co., Ltd.	TSI Semiconductor Holdings, LLC
UnitedHealthcare	Surgical Care Affiliates
Universal Studios Licensing LLC	NBC Universal Inc. Sky Italia srl
Verizon	Verizon Wireless, Inc. Verizon UK Limited
Veterinary Pet Insurance	Nationwide Mutual Insurance Company
WageWorks	HealthEquity, Inc.
Wal-Mart Stores, Inc.	Wal-Mart Stores, Inc.
Warner Bros. Consumer Products Inc.	Warner Bros. Entertainment, Inc. Warner Media
Washington Gas	Washington Gas SEMCO Energy Gas Co.
Waste Management Inc. Of Florida	Waste Management
Wells Fargo	Wells Fargo
Wells Fargo Bank, N.A.	Wells Fargo Bank, N.A.
X.L. America, Inc.	XL Insurance Company SE Kamet SAS AXA SA AXA Konzern AG XL Catlin Services SE XL Catlin

	AXA XL AXA XL AXA PPP Healthcare Limited
XPO Logistics Supply Chain, Inc	XPO Logistics Cartage, Inc.
Zappos Merchandising, Inc.	Amazon
Zurich American Insurance Company	Zurich Insurance plc Centre Group Holdings (US) Ltd.

## EXHIBIT 2 – FORMER CLIENTS<sup>3</sup>

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a McDermott Client
Allianz Global Risks US Insurance Company	Allianz Partners
Backcountry.com, LLC	Duckhorn Wine Company
Continental Casualty Company	Loews Corporation
CPI-Phipps Limited Liability Company	CPI Corp. CPI GmbH
Fila Luxembourg S.a.r.l.	Fila Korea Limited
Sabre Travel Network	Lmnnext DE GmbH
Symphony Corporation	Evidera
The Illuminating Company	First Energy Corporation
Travelers Prop Casualty Company of America	Travelers Marketing LLC Travelers Indemnity Company
Xcel Energy	Xcel Energy Services, Inc.
XPO Logistics Supply Chain, Inc	Financiere OGIC SAS

<sup>3</sup> The term “former client” means a client to whom time was posted between 12 and 36 months preceding May 29, 2020, the date the Committee selected McDermott as its proposed counsel, but for whom no time has been posted in the 12 months preceding May 29, 2020.



### EXHIBIT 3 – CLOSED CLIENTS<sup>4</sup>

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a McDermott Client
Akin Gump Strauss Hauer & Feld LLP	Akin Gump Strauss Hauer & Feld LLP
Allianz Global Risks US Insurance Company	Allianz AG PIMCO Allianz Real Estate Germany GmbH
AXA Equitable Life Insurance Company	AXA Equitable Life Insurance Company
ComPsych	ComPsych
Continental Casualty Company	CNA Insurance Companies CNA International Inc.
Disney Consumer Products, Inc.	A&E Television Networks, LLC
Hartford Fire Insurance Co.	Hartford Financial Services Group
Hasbro, Inc.	Hasbro, Inc.
Kmart/Sears	Sears Roebuck & Company
Liberty Mutual Insurance Co.	Liberty Life Assurance Company
NV Energy	Berkshire Hathaway, Inc. International Dairy Queen Marmon Retail Tech Co. McLane Company MidAmerican Energy Pipeline Group
Publix Super Markets, Inc.	Publix Super Markets, Inc.
Sabre Travel Network	Sabre GLBL, Inc.
Salesforce.com, Inc.	Salesforce
Samsung C&T America Inc.	Samsung Electronics America Samsung Research America
San Diego Gas & Electric	San Diego Gas & Electric
The Hartford	Hartford Financial Services Group
UnitedHealthcare	UnitedHealth Group, Inc.
Universal Studios Licensing LLC	Comcast Cable Communications, LLC
Warner Bros. Consumer Products Inc.	Warner Bros. Entertainment Italia Srl
X.L. America, Inc.	AXA Verischerung AG, et al. AXA Equitable Life Insurance Company AXA Asia SAS

<sup>4</sup> The term “closed client” means a client to whom time was posted in the 36 months preceding May 29, 2020, the date the Committee selected McDermott as its proposed counsel, but for which the client representation has been closed.

**EXHIBIT C**

**Tucker Declaration**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	)	
In re:	)	Chapter 11
	)	
CENTRIC BRANDS INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-22637-shl
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF RONALD M. TUCKER IN SUPPORT OF APPLICATION OF THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CENTRIC BRANDS  
INC, *ET AL*, FOR ENTRY OF AN ORDER APPROVING THE RETENTION AND  
EMPLOYMENT OF MCDERMOTT, WILL & EMERY LLP AS COUNSEL TO THE  
COMMITTEE NUNC PRO TUNC TO MAY 29, 2020**

Under 28 U.S.C. § 1746, I, Ronald M. Tucker, declare under penalty of perjury as follows:

1. I am Vice President and Bankruptcy Counsel of Simon Property Group Inc. (“**Simon**”). I am making this declaration on behalf of Simon in its capacity as Co-Chair of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned chapter 11 proceedings (the “**Chapter 11 Cases**”) of the above-captioned debtors and debtors in possession (collectively the “**Debtors**”). I am authorized to submit this declaration (the “**Declaration**”) in support of the *Application of the Official Committee of Unsecured Creditors, Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy*

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<sup>1</sup> The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

*Procedures 2014 for an Order Approving the Retention and Employment of McDermott, Will & Emery LLP as Counsel to the Committee Nunc Pro Tunc to May 29, 2020* (the “**Application**”)<sup>2</sup> on behalf of the Committee. I am competent to make this declaration in support of the Application.

2. This declaration is provided pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of June 11, 2013* (the “**Revised UST Guidelines**”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by McDermott Will & Emery LLP (“**McDermott**”).

3. I have been informed by McDermott that the Revised UST Guidelines request that that any application for employment of an attorney under Bankruptcy Code sections 327 or 1103 be accompanied by a verified statement from the client that addresses:

- (i) The identity and position of the person making the verification.
- (ii) The steps taken by the client to ensure the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (iii) The number of firms the client interviewed.
- (iv) If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

(v) The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. Whether and how the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, and any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

#### **The Committee's Selection of McDermott as Bankruptcy Counsel**

4. McDermott is proposed to serve as bankruptcy counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

5. On May 27, 2020, the United States Trustee for the Southern District of New York (the "**U.S. Trustee**"), pursuant to sections 1102(a) and (b) of title 11 of the Bankruptcy Code, appointed the Committee to serve as the Committee for each Debtor and to represent the interests of all unsecured creditors in these Chapter 11 Cases. The members initially appointed to the Committee are: (i) Fireman Capital CPF Hudson Co-Invest LP, (ii) Li & Fung (Trading) Ltd., (iii) Simon Property Group Inc., (iv) Trade Harvest Industrial Limited, and (v) Mr. Tony Chu. The Committee has appointed Fireman Capital CPF Hudson Co-Invest LP and Simon Property Group Inc. as Co-Chairs.

6. On May 29, 2020, the Committee held a meeting and, after interviewing four different law firms, voted to retain McDermott as its bankruptcy counsel, subject to Court

approval. The Committee believes that McDermott's extensive experience representing creditors and official committees in corporate reorganizations makes it well qualified to represent the Committee in these Chapter 11 Cases in an efficient and timely manner. Thus, the Committee decided to retain McDermott as the Committee's proposed bankruptcy counsel during these Chapter 11 Cases.

#### **Rate Structure**

7. The members of the Committee have reviewed McDermott's standard rates for bankruptcy services as forth in the Application. McDermott has informed the Committee that its rates for bankruptcy representations are consistent with and comparable to the rates McDermott charges for non-bankruptcy representations. McDermott has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Committee has approved McDermott's proposed hourly rates, as set forth in the Application. McDermott has informed the Committee that its hourly rates are subject to periodic adjustments (in January of each year) to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases. Based upon these representations and the Committee members' experience in bankruptcy cases, the Committee believes these rates are reasonable.

#### **Cost Supervision**

8. The Committee will approve any prospective budget and staffing plan provided by McDermott, recognizing that, in the course of large chapter 11 cases like these Chapter 11 Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and McDermott. Based on representations made to the Committee

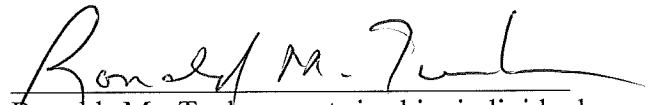
by McDermott, the Committee will receive copies of McDermott's monthly invoices and fee applications, and will have a full opportunity to review those fees to ensure they are reasonable.

9. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Chapter 11 Cases. The Committee will continue to review the invoices that McDermott regularly submits, and, together with McDermott, periodically amend any budget and staffing plans, as the case develops.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: June [ 7 ], 2020

By:

  
Ronald M. Tucker, not in his individual capacity, but solely on behalf of Simon Property Group Inc. in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Centric Brands Inc. *et al.*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 25th day of June 2020 a true and correct copy of the foregoing *Notice of Hearing and Application of the Official Committee of Unsecured Creditors of Centric Brands Inc., et al. to Retain and Employ McDermott Will & Emery LLP as Counsel Nunc Pro Tunc to May 29, 2020* has been served (i) upon all parties that are registered or otherwise entitled to receive electronic notices via electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of New York, (ii) upon the Additional E-mail Notice Parties (Non-ECF) listed below via electronic mail at the addresses noted herein, and (iii) upon the U.S. Mail Notice Parties listed below via first class U.S. Mail, postage prepaid at the addresses noted herein.

/s/ Timothy W. Walsh

**Additional E-mail Notice Parties (Non-ECF)**

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